

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

February 5, 1998

RECORDATION NO. 21216 FILED

FEB 10 '98

9-56 AM

FEB 10 '98 9 56 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease dated as of January 5, 1998 between the following parties:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Lessee: Sunbelt Cement, Inc.
One Riverway, Suite 2200
Houston, TX 77056

Please see Exhibit A, attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B Bacon

Shelley B. Bacon
Contract Assistant

Enclosures

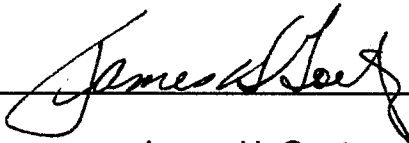
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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 5th day of January, 1998, is intended to evidence the lease dated as of January 5, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SUNBELT CEMENT, INC.**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the two hundred (200) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.**SUNBELT CEMENT, INC.**By: Name: James H. GoetzTitle: Vice PresidentDate: January 5, 1998By: Name: IGNACIO MURGUETATitle: PRESIDENT USA Corp.Date: 1-22-98

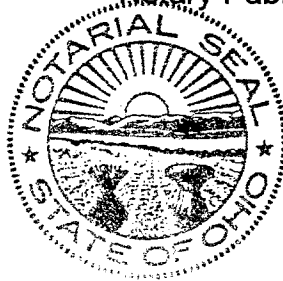
STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 5th day of January, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Shelley B. Bacon
Notary Public

My Commission expires:

July 22, 2002



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

~~STATE OF _____)
)
COUNTY OF _____) SS:~~

~~The foregoing instrument was acknowledged before me this _____ day of January, 1998, by _____, the _____ of Sunbelt Cement, Inc., a Delaware corporation, on behalf of the corporation.~~

~~_____
Notary Public~~

~~My Commission expires:~~

~~_____~~

SEE ATTACHED

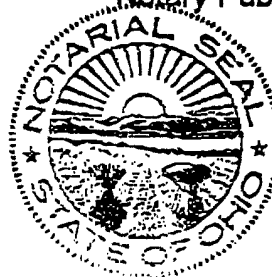
STATE OF OHIO)
)
 COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 5th day of January, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Shelley B. Bacon
 Notary Public

My Commission expires:

July 22, 2002



SHELLEY B. BACON
 Notary Public, State of Ohio
 My Commission Expires July 22, 2002

STATE OF Texas)
)
 COUNTY OF Harris) SS:

The foregoing instrument was acknowledged before me this 22 day of January, 1998, by Ignacio Murguia, the President of Sunbelt Cement, Inc., a Delaware corporation, on behalf of the corporation.

Cindy L. Evangelista
 Notary Public

My Commission expires:

4/25/00

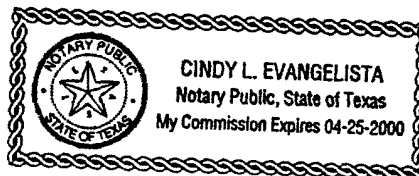


EXHIBIT A

To the Memorandum of Lease dated January 5, 1998, between DJJ Transportation Services, Inc. and Sunbelt Cement, Inc.

DESCRIPTION OF UNITS

Two hundred (200) railcars bearing reporting marks as follows:

DJLX 97800-97999, inclusive